

LATHAM & WATKINS LLP
Richard L. Chadakoff
Annemarie V. Reilly
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

and

LATHAM & WATKINS LLP
Gregory O. Lunt
355 South Grand Avenue
Los Angeles CA 90071-1560
Telephone: (213) 485-1234
Facsimile: (213) 891-8763
*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

Chapter 11 Case No.

LEHMAN BROTHERS HOLDINGS INC., *et al.*

08-13555 (JMP)

Debtors.

(Jointly Administered)

**SUMMARY SHEETS ACCOMPANYING APPLICATION OF
LATHAM & WATKINS LLP FOR ALLOWANCE OF INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE EIGHTH INTERIM PERIOD**

Name of Applicant:

Latham & Watkins LLP (“**Latham**”)

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention:

Approved on May 18, 2010
Nunc Pro Tunc to March 1, 2010¹

¹ Prior to that time, Latham had been properly retained as an ordinary course professional and was assessing fees in accordance with the OCP Order (defined below). Additionally, Latham continues to represent the Debtors on several matters in which third parties, and not the Debtors, are responsible for Latham’s fees and expenses.

Period for which Compensation and
Reimbursement is Sought:

February 1, 2011 – May 31, 2011

Total Fees Incurred:

\$87,697.50² (80% is \$70,158.00)³

Application:

Total Fees Requested Herein: \$87,697.50

Total Fees Paid: \$63,925.20

Total Fees Outstanding: \$23,772.30

Total Expenses Incurred: \$381.80

Total Expenses Requested Herein: \$185.54⁴

Total Expenses Paid: \$194.03

Total Expenses Outstanding: \$(8.49)

Less Expenses Paid (\$194.03)

Total Fees Outstanding: \$23,772.30

Less Expenses Overpaid: \$(8.49)

Total Outstanding: \$23,763.81

² This amount does not include voluntary reductions of fees reflected in the monthly fee applications in the amount of \$2,077.50, \$3,739.00 and \$3,543.50 for the months of March, April and May, respectively (for a total voluntary reduction of \$9,360.00). Additionally, there was also a voluntary reduction of fees in the amount of \$1,230.50 in connection with the February 2011 monthly fee application, which was made subsequent to the submission of such monthly application. All such fees were billed for services performed in connection with the preparation of monthly fee applications and were deducted in compliance with the United States Trustee's Guidelines from February 2011.

³ Fees charged in 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Eighth Interim Fee Application of Latham for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

⁴ This amount does not include a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines. Some of such voluntary reductions were made subsequent to the submission of the applicable monthly fee application, resulting in a total over-payment of expenses in the amount of \$8.49. As such, Latham proposes to reduce the total amount outstanding during the Eight Interim Period by an amount of \$8.49.

**SUMMARY OF MONTHLY FEE STATEMENTS
SERVED DURING THE EIGHTH INTERIM PERIOD**

Date Served	Period	Requested		Paid	
		Fees	Expenses	Fees	Expenses
3/30/11	2/1/11- 2/28/11	\$18,869.00 ¹	\$8.37	\$16,079.60	\$53.44
4/27/11	3/1/11- 3/31/2010	\$46,943.00	\$33.19	\$37,554.40	\$73.14
5/23/11	4/1/11- 4/30/11	\$12,864.00	\$35.21	\$10,291.20	\$67.45
6/23/11	5/1/11- 5/31/11	\$9,021.50	\$108.77	\$0.00	\$0.00
		Total Fees Requested:	Total Expenses Requested:	Total Fees Paid:	Total Expenses Paid:
		\$87,697.50²	\$185.54³	\$63,925.20	\$194.03

¹ This amount does not include voluntary reductions of fees reflected in the monthly fee applications in the amount of \$2,077.50, \$3,739.00 and \$3,543.50 for the months of March, April and May, respectively (for a total voluntary reduction of \$9,360.00). Additionally, there was also a voluntary reduction of fees in the amount of \$1,230.50 in connection with the February 2011 monthly fee application, which was made subsequent to the submission of such monthly application. All such fees were billed for services performed in connection with the preparation of monthly fee applications and were deducted in compliance with the United States Trustee's Guidelines from February 2011.

² Fees charged in 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Eighth Interim Fee Application of Latham for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

³ Again, this amount does not include a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines.

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES
FROM FEBRUARY 1, 2011 THROUGH MAY 31, 2011**

Name of Professional	Title	Year Admitted	Billing Rate	Total Hours	Total Amount Billed
Richard Chadakoff	Partner	1973	\$695.00	43.70	\$30,371.50
Fredric Glassman	Associate, Sr.	2005	\$695.00	2.20	\$1,529.00
Aaron Singer	Associate, Jr.	2008	\$695.00	17.00	\$11,815.00
Annemarie Tackenberg	Associate, Jr.	2010	\$695.00	24.60	\$17,097.00
Christeen Walch	Associate, Jr.	2010	\$695.00	22.50	\$15,637.50
Delilah Iovino	Paralegal	N/A	\$275.00	24.00	\$6,600.00
Mark Leskiw	Paralegal	N/A	\$275.00	0.60	\$165.00
George Lofaso	Paralegal	N/A	\$275.00	3.50	\$962.50
Yelizaveta Lozovatskaya	Paralegal	N/A	\$275.00	12.80	\$3,520.00
			Blended Rate¹: \$695.00	Total Hours: 150.90	Total Fees: \$87,697.50

¹ Blended rate excludes paraprofessionals.

LATHAM & WATKINS LLP
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>	08-13555 (JMP)
Debtors.	(Jointly Administered)

**APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
EIGHTH INTERIM PERIOD**

COMES NOW Latham & Watkins LLP (“Latham” or “Applicant”), Special Counsel for Lehman Brothers Holdings Inc. (the “Debtor”) and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), as well as their non-debtor affiliates (collectively with the Debtors, “Lehman”), and files the Application of Latham & Watkins LLP for Allowance of Interim Compensation and Reimbursement of Expenses for the Eighth Interim Period (this “Application”) relating to the above-referenced bankruptcy case for the period from February 1, 2011 through May 31, 2011 (the “Eighth Interim Period”). Pursuant to the this Application, Latham seeks: (i) allowance of compensation for professional services Latham performed during the Eighth Interim Period in the total amount of \$87,697.50; and (ii) allowance of its actual and necessary expenses incurred during the Eighth Interim Period in the total amount of \$185.54. Latham files this Application pursuant to Sections 330 and 331 of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), Rule

2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Third Amended Interim Compensation Order (as defined herein). The total amount sought for fees represents approximately 110.00 hours of professional services and 40.90 hours of paraprofessional services, for a total blended rate of \$581.16. In support of this Application, Latham shows the Court the following:

Background

1. On September 15, 2008 (the “Commencement Date”) and periodically thereafter, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. These Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered under Case No. 08-13555 (JMP) pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (Region 2) (the “U.S. Trustee”) appointed the official committee of unsecured creditors pursuant to Section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA is administering LBI’s estate.

4. On October 11, 2008, the Debtors filed the *Motion Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) for Authorization to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 833] (the “Interim Compensation Motion”). A hearing on the Interim Compensation Motion was held on November 5, 2008.

5. On November 5, 2008, the Court entered the *Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1388] (the “Interim Compensation Order”).

6. On November 11, 2008, the Debtors filed the *Notice of Presentment of Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1449], requesting that the Court amend the Interim Compensation Order.

7. On November 19, 2008, the Court entered the *Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1604] (the “Amended Interim Compensation Order”).

8. On March 9, 2009, the Debtors filed the *Notice of Presentment of Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3029] requesting that the Court amend the Amended Interim Compensation Order.

9. On March 13, 2009 the Court entered the *Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3102] (the “Second Interim Compensation Order”).

10. On May 26, 2009, the Court entered the *Order Appointing Fee Committee and Approving Fee Protocol* (the “Fee Committee Order”) [Docket No. 3651] in the above-styled case.

11. On June 13, 2009, the Debtors filed the *Notice of Presentment of Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3915] requesting that the Court amend the Second Amended Interim Compensation Order.

12. The Court entered the *Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 4165] (the “Third Amended Interim Compensation Order”) on June 25, 2009.

13. On May 5, 2010, the Debtors filed the *Application of the Debtors Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Latham & Watkins LLP as Special Counsel to the Debtors* [Docket No. 8793] (the “Employment Application”). On May 20, 2010 the Court entered the *Order Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Latham & Watkins LLP as Special Counsel to the Debtors* [Docket No. 9140] (the “Order Authorizing Employment”). No objections to the Employment Application were filed, and, accordingly, the Order Authorizing Employment became final.

14. On May 18, 2010, this Court authorized the retention of Latham as special counsel to the Debtors, *nunc pro tunc* to March 1, 2010.

15. Prior to the time of its special retention, Latham had been properly retained as an ordinary course professional and was assessing fees in accordance with the *Amended Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business* (the “OCP Order”).

Additionally, Latham continues to represent the Debtors on several matters in which third parties, and not the Debtors, are responsible for Latham's fees and expenses. Both the U.S. Trustee and the Fee Committee have been apprised of both Latham's previous OCP representation of the Debtors and the continuous representation of the Debtors in matters where third parties pay Latham's fees and expenses.

16. On March 23, 2011, the Court entered the Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Expansion of the Scope of the Debtors' Retention of Latham & Watkins LLP as Special Counsel, Nunc Pro Tunc to September 1, 2010 [Docket No. 15269] (the "Expanded Retention Order"). Pursuant to the Expanded Retention Order, the Debtors were permitted to expand Latham's retention to include the Aegis Matter (as defined in Latham's application, dated March 2, 2011). While the Expanded Retention Order provides that, with respect to the Aegis Matter, Latham will apply for compensation and reimbursement of expenses through the monthly and interim fee application process, Latham does not apply for its compensation or the reimbursement of its expenses associated with the Aegis Matter by this Application. Instead, Latham will submit separate monthly fee applications and separate interim fee applications for the Aegis Matter. As such, none of the statements in this Application, including with respect to any agreement with the United States Trustee to apply Latham's 2010 billing rates, are applicable to the Aegis Matter.

17. Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and standing General Orders M-219 and M-348 of the Bankruptcy Court for the Southern District of New York, the Third Amended Interim Compensation Order authorizes the interim monthly compensation and reimbursement of expense procedures set forth in the Interim Compensation Motion.

18. The Fee Committee Order and the Third Amended Interim Compensation Order authorize professionals paid from the Debtors' bankruptcy estates to serve monthly statements ("Monthly Statements"), via hand or overnight delivery, seeking payment for services rendered and for out-of-pocket expenses or other charges incurred on or before the thirtieth (30th) day of each month following the month for which compensation is sought on (i) the Fee Committee; (ii) the Debtors; (iii) counsel for the Debtors, Weil, Gotshal & Manges, LLP ("Weil"); (iv) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP; and (v) the Office of the United States Trustee for the Southern District of New York. The Third Amended Interim Compensation Order authorizes the Debtors to pay professionals eighty percent (80%) of fees requested and one hundred percent (100%) of expenses identified in each Monthly Statement, if no objection is made to such Monthly Statement.

Latham's Interim Fee Application for the Eighth Interim Period

19. In accordance with Sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, the Fee Committee Order and the Third Amended Interim Compensation Order, Latham seeks (i) allowance of compensation for professional services Latham performed during the Eighth Interim Period in the total amount of \$87,697.50; and (ii) allowance of its actual and necessary expenses incurred during the Eighth Interim Period in the total amount of \$185.54.

20. As is noted above, for the Scout Portfolio matter, compensation sought includes time and expenses from February 1, 2011 through May 31, 2011. No compensation is currently sought for the Heritage matter.

21. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334(b). This matter is a core proceeding under 28 U.S.C. § 157(b).

22. By this Application, Latham submits its Monthly Statements in the total of \$87,883.04 (fees in the amount of \$87,697.50 and expenses in the amount of \$185.54) for services performed and expenses incurred during the Eighth Interim Period.

23. Latham has received payment in the amount of \$64,119.23 (of which \$63,925.20 was paid in respect of fees and \$194.03 was paid in respect of expenses incurred) from the Debtors during the Eighth Interim Period. Such payments represent 80% of fees and 100% of expenses incurred from February 2011 through April 2011. Latham has not yet received payment of fees and expenses incurred in May 2011.

24. Subsequent to its submission of certain of its monthly fee applications, Latham has made certain voluntary reductions to expenses. As such, the Debtors have over-paid Latham in the amount of \$8.49, in connection with its expenses. Latham proposes to deduct \$8.49 from the outstanding balance for the Eighth Interim Period. Therefore, Latham has an outstanding balance for fees of \$23,772.30, for which Latham seeks an award of interim compensation for the period of February 1, 2011 – May 31, 2011 in the amount of \$23,763.81.

25. Notice of this Application will be served in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; and (vii) all parties who have requested notice in these chapter 11 cases. Latham has served a copy of this Application upon Weil. Weil has offered and agreed to file and serve this Application, on behalf of Latham, upon (i) Lehman Brothers Holdings, Inc.; (ii) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed,

Hadley & McCloy LLP; and (iii) the Office of the United States Trustee for the Southern District of New York.

26. Under Section 330 of the Bankruptcy Code, the Court may allow compensation and reimbursement of Latham's expenses only after notice and hearing. Bankruptcy Rule 2002(a) provides that hearings on applications for compensation and reimbursement of expenses totaling in excess of \$1,000 must be on twenty (20) day notice to parties in interest. Section 331 of the Bankruptcy Code authorizes the filing of interim fee applications. This Application is the second such application made by Latham under Section 331 of the Bankruptcy Code.

27. All legal services performed by Latham were performed for and on behalf of Lehman and not on behalf of any committee, creditor, or other person or entity.

28. Attached hereto as Exhibit A are copies of the time detail for the Eighth Interim Period (February 2011 through May 2011). This exhibit sets forth the time descriptions by Latham professionals by code related to the matter or tasks reflected in the time entries.

29. Attached hereto as Exhibit B is a summary of the expenses by month for which reimbursement is sought.

30. Attached hereto as Exhibit C is a summary of materials from the Fee Application of Latham & Watkins LLP for Compensation and Reimbursement of Expenses for the Eighth Interim Period.

31. The following is a brief summary of the qualifications of each of the professionals from Latham representing the Debtors for which compensation is sought:

Professionals:

Richard L. Chadakoff: Richard L. Chadakoff is a partner with the law firm of Latham, practicing since 1974, with experience in capital markets, real estate and REITs matters.

Frederick D. Glassman: Frederick D. Glassman was an associate with the law firm of Latham, practicing since 2005, with experience in capital markets and real estate matters.

Aaron M. Singer: Aaron M. Singer is an associate with the law firm of Latham, practicing since 2008, with experience in banking, restructuring, insolvency and workouts.

Annemarie V. Tackenberg: Annemarie V. Tackenberg is an associate with the law firm of Latham, practicing since 2010, with experience in banking, restructuring, insolvency and workouts.

Christeen Walch: Christeen Walch is an associate with the law firm of Latham, practicing since 2010, with experience in real estate matters.

Paraprofessionals:

Delilah Iovino: Delilah Iovino is a paralegal with the law firm of Latham who has experience in financial and title insurance matters. Ms. Iovino has preformed services for which an attorney was not required in order to minimize costs and expenses.

Mark Leskiw: Mark Leskiw is a paralegal with the law firm of Latham who has experience in financial and title insurance matters. Mr. Leskiw has preformed services for which an attorney was not required in order to minimize costs and expenses.

George Lofaso: George Lofaso is a paralegal with the law firm of Latham who has experience in financial and title insurance matters. Mr. Lofaso has preformed services for which an attorney was not required in order to minimize costs and expenses.

Yelizaveta Lozovatskaya: Yelizaveta Lozovatskaya is a paralegal with the law firm of Latham who has experience in financial and insolvency matters. Ms. Lozovatskaya has preformed services for which an attorney was not required in order to minimize costs and expenses.

**Activities in the Case During the Eighth Interim
Period Covered by This Application**

32. The matter undertaken by Latham during the Eighth Interim Period and covered by this interim fee application is summarized below. The following summary is intended to highlight the services rendered by Latham, and is not meant to be a detailed description of all of the work performed. Detailed descriptions of the day-to-day services provided by Latham and the time expended performing such services in each project billing category are fully set forth in Exhibits A and B.

The Scout Portfolio matter (043608-0005):

33. This matter relates to the settlements and workout of two loans made to entities controlled by Alan J. Worden, including the settlement of one defaulted loan (a revolving credit facility) and the restructuring of a mortgage loan, involving various covenants, releases and transfers.

34. The attorneys working on the Scout Portfolio matter are: Richard Chadakoff, Frederick Glassman (formerly of Latham), Aaron Singer, Annemarie Tackenberg (a/k/a Annemarie Reilly), and Christeen Walch.

35. The project category for this matter is .

The Heritage matter (038817-0017):

36. No work was performed on this matter during the Eighth Interim Period, and no fees are currently sought for this matter.

Statutory Basis for Compensation

37. Sections 330 and 331 of the Bankruptcy Code provide the statutory basis for compensation of professionals in bankruptcy cases. Section 330 provides that a court may award a professional employed under Section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;

- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

38. The Bankruptcy Code provisions concerning the compensation of professionals are designed to ensure that qualified attorneys will be compensated for services rendered to debtors at a market rate for comparable services rendered in non-bankruptcy cases. See In re Ames Dep't Stores, Inc., 76 F.3d 66, 71 (2d Cir. 1996). The rationale behind this goal is to ensure that counsel will not be deterred from taking bankruptcy cases due to failure to pay adequate compensation. Id. at 72.

39. Latham respectfully represents to the Court that the fees and expenses requested to be paid are allowable and reasonable pursuant to the twelve (12) factor test set forth in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974), as well as the applicable amendments to Section 330 of the Bankruptcy Code. Those tests and the applicability of each test to the services performed by Latham in this case are set forth below:

- A. Time and Labor Required: During the period of February 1, 2011 through May 31, 2011, Latham has expended 150.90 hours as Special Counsel to

Lehman. This is a blended hourly rate, including paralegals, of approximately \$581.16. Again, the substance of the time expended is set forth fully in Exhibit A to this Application.

- B. Novelty and Difficulty of Questions Presented: The above-referenced matter has involved novel and difficult issues.
- C. Skill Requisite to Perform Legal Services: Latham respectfully represents that it has the skill to perform the legal services rendered in a professional fashion.
- D. Preclusion of Other Employment Due to Acceptance of the Case: The amount of time devoted to the above-referenced matter by the attorneys and paraprofessionals of Latham significantly precluded them from performing other work to the extent of the time devoted to this case as covered by this Application.
- E. Customary Fees for the Type of Services Rendered: Latham respectfully represents that the fees requested herein are within the range of customary fees for the type of services rendered and are based upon the hours actually spent and multiplied by the normal billing rates for work of this nature, and that the billing rates are in keeping with the hourly rates charged by Latham on non-bankruptcy matters.¹

¹ Fees charged in 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Eighth Interim Fee Application of Latham for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

- F. Whether the Fee is Fixed or Contingent: Latham believes that its fees and expenses in the above-referenced matters are contingent only to the extent that they are subject to this Court's approval.
- G. Time Limitations Imposed by the Client or the Circumstances: The time limitations imposed or created by the circumstances of the above-referenced matter often required intense work by Latham under short time-frames.
- H. Amounts Involved and Results Obtained: Latham respectfully represents that it has obtained good results for Lehman as Special Counsel thus far in the above-referenced matter.
- I. Experience, Reputation and Ability of Attorneys: Latham respectfully represents that Latham has experience within the areas involved in its representation of Lehman.
- J. Undesirability of the Case: Latham respectfully represents that this factor is not applicable to this proceeding.
- K. Nature and Length of Professional Relationship with Client: Latham has represented Lehman, at various times and on various matters prior to the Commencement Date, since at least September 25, 2001.
- L. Awards in Similar Cases: Latham respectfully represents that its Application, and the costs and fees sought herein, is in keeping with similar applications for the payment of professional fees and expenses, including attorneys' fees in other cases.

40. Based on the foregoing, Latham submits that the services rendered to Lehman, for which compensation is sought herein, were necessary and beneficial to the Debtors' estates and parties in interest. Latham further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest.

Compliance with Applicable Rules

41. Pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Amended Guidelines"), attached hereto as Exhibit D is a copy of the Certification of Gregory O. Lunt (the "Lunt Certification") certifying compliance with the same.

42. During the Eighth Interim Period, Latham received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity in connection with the fees and expenses sought to be allowed pursuant to this Application. There is no agreement or understanding between Latham and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

43. As set forth in the Lunt Certification, the fees charged by Latham in these cases are billed in accordance with the 2010 billing rates and procedures in effect during the Eighth Interim Period. The rates Latham charges for the services rendered by its professionals and paraprofessionals in these cases for client-matter number 043608-0005 are the same rates Latham charged for professional and paraprofessional services rendered in comparable non-bankruptcy related matters in the year 2010². Such fees are reasonable based on the customary

² Latham's ordinary billing rates for the year 2011 are higher than the 2010 rates charged for the matter covered by the Application.

compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national market.

44. Pursuant to the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"), attached hereto as Exhibit C is a breakdown of the hours, hourly rates and fees attributable to the various individuals at Latham who rendered the services for which compensation is sought in the Application.

Actual and Necessary Expenses

45. As set forth in Exhibit B attached hereto, Latham has incurred \$185.54³ of expenses while providing professional services to the debtors during the Eighth Interim Period.

46. Latham charged \$0.10 per page for photocopying. Latham utilizes an electronic device that electronically records the number of copies made. Whenever feasible, Latham sends large photocopying projects to a service that charges a reduced rate for photocopying. Latham does not charge for incoming facsimile transmissions and only charges the cost of the long distance telephone call, if applicable, for outgoing facsimile transmissions.

47. Latham's charges for photocopying and facsimile transmissions do not exceed the maximum rate set forth by the Amended Guidelines. These charges are intended to cover Latham's direct operating costs, including the use of machines, supplies and labor expenses, which costs are not incorporated in the Latham hourly billing rates.

³ This amount does not include a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines.

48. Latham has flat rate contracts with LEXIS and WESTLAW for computerized legal research. The charges incurred each month are allocated to relevant clients. The resulting rates are less than the standard rates charged by LEXIS and WESTLAW.

49. Latham believes the foregoing rates and expenses are the market rates generally employed by the majority of law firms when charging their clients for such services.

Notice

50. Notice of this Application will be served in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; and (vii) all parties who have requested notice in these chapter 11 cases. Latham has arranged to have a copy of this Application served upon (i) Lehman Brothers Holdings, Inc.; (ii) counsel for the Debtors, Weil, Gotshal & Manges, LLP; (iii) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP; and (iv) the Office of the United States Trustee for the Southern District of New York.

Conclusion

WHEREFORE, Latham respectfully requests the entry of an order in the form attached hereto as Exhibit E: (i) allowing the compensation for professional services performed by Latham during the Eighth Interim Period in the total amount of \$87,697.50 and reimbursement of actual expenses Latham incurred during the Eighth Interim Period in the amount of \$185.54; and (ii) granting Latham such other and further relief as this Court deems just and proper.

Respectfully submitted this ____th day of August, 2011.

LATHAM & WATKINS LLP

By: /s/ Aaron M. Singer
LATHAM & WATKINS LLP
Richard L. Chadakoff
Gregory O. Lunt
Annemarie V. Reilly
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Richard.Chadakoff@lw.com
Gregory.Lunt@lw.com
Annemarie.Reilly@lw.com

*Special Counsel for Debtors
and Debtors in Possession*

EXHIBIT A

Monthly Statements from February 1, 2011 through May 31, 2011

Time Entries for February 2011

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Glassman	Associate, Sr.	\$695.00	2/1/11	0.70	0.00	0.70	CALL WITH LOCAL COUNSEL REGARDING KELLEY HOUSE OPINION (0.4); CALLS WITH CLIENT REGARDING KELLEY HOUSE DEAL DOCUMENTS (0.3)	\$486.50	\$0.00	\$486.50
Glassman	Associate, Sr.	\$695.00	2/2/11	0.40	0.00	0.40	CALL WITH LOCAL COUNSEL REGARDING OPINIONS (0.2); CALLS WITH CLIENT REGARDING CLOSING LOGISTICS AND OPEN ITEMS (0.2)	\$278.00	\$0.00	\$278.00
Glassman	Associate, Sr.	\$695.00	2/3/11	0.80	0.00	0.80	CALLS WITH CLIENT REGARDING DEAL DOCUMENTS AND CLOSING LOGISTICS (0.5); CALL WITH LOCAL COUNSEL REGARDING OUTSTANDING OPINIONS (0.3)	\$556.00	\$0.00	\$556.00
Glassman	Associate, Sr.	\$695.00	2/4/11	0.30	0.00	0.30	CALL WITH LOCAL COUNSEL REGARDING STATUS OF OPINIONS (0.1); CALLS WITH CLIENT REGARDING KELLEY HOUSE DEAL DOCUMENTS AND CLOSING LOGISTICS (0.2)	\$208.50	\$0.00	\$208.50
Iovino	Paralegal	\$275.00	2/8/11	1.10	0.00	1.10	ORDER AND REVIEW GOOD STANDING CERTIFICATES (0.7); CIRCULATE TO GROUP(0.1); FOLLOW-UP WITH TITLE COMPANY REGARDING UPDATES AND INVOICE (0.3)	\$302.50	\$0.00	\$302.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	2/10/11	1.40	0.00	1.40	TELEPHONE CALL L. MARTINS, BETHANY REGARDING KELLEY HOUSE OPINIONS (0.5); OPEN ISSUES (0.4); CONFERENCE F. GLASSMAN REGARDING OPEN ISSUES (0.5)	\$973.00	\$0.00	\$973.00
Walch	Associate, Jr.	\$695.00	2/10/11	1.00	0.00	1.00	MEETING WITH F. GLASSMAN AND R. CHADAKOFF REGARDING REGARDING KELLEY HOUSE CLOSING ISSUE	\$695.00	\$0.00	\$695.00
Chadakoff	Partner	\$695.00	2/11/11	2.60	0.00	2.60	CONFERENCE F. GLASSMAN REGARDING OPINIONS (0.5); CHECKLIST (0.3); CONFERENCE F. GLASSMAN, C. WALCH REGARDING KELLEY HOUSE CLOSING ISSUE (0.8); TELEPHONE CALL BILZIN, LATHAM, LEHMAN, FRIED FRANK REGARDING OPEN ISSUES(0.3); CHECKLIST (0.2); REVIEW CONSENT(0.3); EMAILS (0.2)	\$1,807.00	\$0.00	\$1,807.00
Walch	Associate, Jr.	\$695.00	2/11/11	2.10	0.00	2.10	MEETINGS WITH R. CHADAKOFF AND F. GLASSMAN REGARDING KELLEY HOUSE CLOSING ISSUE (2.1)	\$1,459.50	\$0.00	\$1,459.50
Iovino	Paralegal	\$275.00	2/11/11	0.80	0.00	0.80	CIRCULATE INVOICE AND TITLE UPDATES.	\$220.00	\$0.00	\$220.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	2/14/11	2.10	0.00	2.10	TELEPHONE CALL B. COOPER, L. MARTINS, C. WALCH REGARDING CORPORATE OPINION (0.3); REVIEW CORPORATE OPINION COMMENTS (1.0); TELEPHONE CALL L. MARTINS REGARDING STAFFING; TELEPHONE CALL C. SCHWARTZMAN, C. GLOVER, C. WALCH; C. GLOVER REGARDING LOCAL COUNSEL OPINION (0.4); CONFERENCE C. WALCH REGARDING OPINION RELIANCE LANGUAGE (0.4)	\$1,459.50	\$0.00	\$1,459.50
Walch	Associate, Jr.	\$695.00	2/14/11	1.70	0.00	1.70	MEETINGS WITH R. CHADAKOFF CONCERNING OPINIONS (0.4); REVIEW OPINION RELIANCE LANGUAGE (0.6); CALL WITH LEHMAN'S IN HOUSE COUNSEL (0.3); REVIEWING AND RESPONDING TO EMAILS (0.4)	\$1,181.50	\$0.00	\$1,181.50
Lozovatskaya	Paralegal	\$275.00	2/14/11	0.10	0.10	0.00	EMAIL CORRESPONDENCE WITH A. SINGER REGARDING JANUARY FEE APPLICATION - NO CHARGE	\$27.50	\$27.50	\$0.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	2/15/11	0.90	0.00	0.90	TELEPHONE CALL C. SCHWARTZMAN REGARDING LOCAL OPINION, SUBORDINATION AND JOINDER (0.3); EMAILS WITH C. WALCH REGARDING RESOLUTIONS AND OPINIONS (0.3); TELEPHONE CALL C. WALCH REGARDING OPINION (0.3)	\$625.50	\$0.00	\$625.50
Walch	Associate, Jr.	\$695.00	2/15/11	0.10	0.00	0.10	REVIEWING AND RESPONDING TO EMAILS W. R. CHADAKOFF REGARDING OPINIONS	\$69.50	\$0.00	\$69.50
Chadakoff	Partner	\$695.00	2/16/11	0.60	0.00	0.60	TELEPHONE CALL C. WALCH (0.2); REVIEW CONFLICT LETTERS (0.4)	\$417.00	\$0.00	\$417.00
Walch	Associate, Jr.	\$695.00	2/16/11	0.90	0.00	0.90	REVIEWING MARK UP OF OPINIONS (0.6); CALLS WITH R. CHADAKOFF REGARDING OPINIONS(0.3)	\$625.50	\$0.00	\$625.50
Chadakoff	Partner	\$695.00	2/17/11	1.20	0.00	1.20	REVIEW CONFLICT LETTER (0.5); TELEPHONE CALL B. COOPER, L. MARTINS, C. SHUARTSMAN REGARDING OPINIONS (0.5); EMAILS REGARDING SAME(0.2)	\$834.00	\$0.00	\$834.00
Chadakoff	Partner	\$695.00	2/18/11	1.20	0.00	1.20	REVISE CONFLICT LETTER (0.5); EMAILS W. C. WATCH REGARDING SAME (0.2); REVIEW REVISED OPINIONS AND RESOLUTIONS (0.2); TELEPHONE CALL C. GLOVER REGARDING ENTITY OPINION (0.3)	\$834.00	\$0.00	\$834.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Walch	Associate, Jr.	\$695.00	2/18/11	0.30	0.00	0.30	REVIEWING STATUS OF OPEN DOCUMENTS	\$208.50	\$0.00	\$208.50
Singer	Associate, Jr.	\$695.00	2/21/11	0.10	0.00	0.10	ORGANIZE FILING OF BILL;	\$69.50	\$0.00	\$69.50
Lozovatskaya	Paralegal	\$275.00	2/21/11	0.20	0.20	0.00	EMAILS WITH A SINGER AND M. D'ONZA REGARDING JANUARY FEE APPLICATION - NO CHARGE	\$55.00	\$55.00	\$0.00
Lozovatskaya	Paralegal	\$275.00	2/22/11	1.20	1.20	0.00	DRAFT JANUARY FEE APPLICATION AND EMAIL CORRESPONDENCE W M. D'ONZA REGARDING SAME - NO CHARGE	\$330.00	\$330.00	\$0.00
Chadakoff	Partner	\$695.00	2/23/11	1.80	0.00	1.80	REVIEW COMMENTS TO OPINIONS (0.6); TELEPHONE CALL L. MARTINS REGARDING OUTSTANDING ISSUES (0.4); TELEPHONE CALL L. MARTINS; L. MARTINS, B. COOPER REGARDING LEHMAN OPINION (0.4); EMAILS WITH TEAM REGARDING SAME (0.4)	\$1,251.00	\$0.00	\$1,251.00
Singer	Associate, Jr.	\$695.00	2/23/11	0.20	0.20	0.00	ORGANIZE AND REVIEW MONTHLY FEE APPLICATION - NO CHARGE	\$139.00	\$139.00	\$0.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Tackenberg	Associate, Jr.	\$695.00	2/23/11	0.50	0.50	0.00	REVIEW JANUARY FEE APPLICATION (0.2) - NO CHARGE; EMAIL A.SINGER REGARDING SAME (0.1) - NO CHARGE; EMAIL R.CHADAKOFF REGARDING FEE APPLICATION (0.1) - NO CHARGE; PHONE CALL WITH R.CHADAKOFF REGARDING SAME (0.1) - NO CHARGE	\$347.50	\$347.50	\$0.00
Lozovatskaya	Paralegal	\$275.00	2/23/11	0.50	0.00	0.50	EMAILS AND PHONE CALLS WITH ACCOUNTING REGARDING BILLING DISCREPANCY AND RELAY RELEVANT INFORMATION TO A. SINGER AND A. TACKENBERG	\$137.50	\$0.00	\$137.50
Chadakoff	Partner	\$695.00	2/24/11	0.70	0.00	0.70	TELEPHONE CALL W L. MARTINS REGARDING PERSONAL PROPERTY (0.5); EMAILS REGARDING OPINIONS (0.2)	\$486.50	\$0.00	\$486.50
Singer	Associate, Jr.	\$695.00	2/24/11	0.10	0.10	0.00	PREPARE FEE APPLICATION - NO CHARGE	\$69.50	\$69.50	\$0.00
Tackenberg	Associate, Jr.	\$695.00	2/24/11	0.10	0.10	0.00	EMAIL L.LOZOVATSKAYA REGARDING MAILING OF JANUARY FEE APPLICATION (0.1) - NO CHARGE	\$69.50	\$69.50	\$0.00
Walch	Associate, Jr.	\$695.00	2/24/11	0.30	0.00	0.30	MEETING WITH R. CHADAKOFF REGARDING OPINIONS (0.1); CALL WITH OPPOSING COUNSEL REGARDING OPINIONS (0.2)	\$208.50	\$0.00	\$208.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Lozovatskaya	Paralegal	\$275.00	2/24/11	0.70	0.70	0.00	FINISH JANUARY FEE APPLICATION AND ARRANGE FOR SERVICE - NO CHARGE	\$192.50	\$192.50	\$0.00
Chadakoff	Partner	\$695.00	2/25/11	1.60	0.00	1.60	TELEPHONE CALLS WITH L. MARTINS, LINDSEY ZOHN REGARDING LEHMAN OPINION (0.6); TELEPHONE CALL WITH C. SHVARTSMAN REGARDING LOCAL COUNSEL OPINION (0.5); TELEPHONE CALL WITH L. ZOHN REGARDING LEGAL COUNSEL OPINION (0.1); REVIEW OPINIONS (0.4)	\$1,112.00	\$0.00	\$1,112.00
Walch	Associate, Jr.	\$695.00	2/25/11	1.50	0.00	1.50	CALLS WITH TEAM REGARDING OPINIONS	\$1,042.50	\$0.00	\$1,042.50
Chadakoff	Partner	\$695.00	2/28/11	1.40	0.00	1.40	REVIEW EMAILS REGARDING OPINIONS (0.4); REVIEW OPINION ISSUES (0.6); CONSENT ISSUES (0.4)	\$973.00	\$0.00	\$973.00
Walch	Associate, Jr.	\$695.00	3/3/11	0.50	0.00	0.50	MEETING WITH R. CHADAKOFF REGARDING OPINIONS	\$347.50	\$0.00	\$347.50
		Total		88.30	4.50	83.80	Total	\$20,099.50	\$2,077.50	\$46,943.00
		(Less Voluntary Reduction)		4.50			(Less Voluntary Reduction)	\$ 1,230.50		
		Grand Total		83.80			Grand Total:	\$18,869.00		

Time Entries for March 2011

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/1/11	0.90	0.00	0.90	REVIEW COMMENTS TO LIMITED LIABILITY COMPANY AGREEMENT AGENT (0.5); EMAILS TO TEAM REGARDING LOCAL COUNSEL OPINION (0.2); REVIEW STATUS OF REVISED DOCUMENTS (0.2)	\$625.50	\$ -	\$625.50
Lozovatskaya	Paralegal	\$275.00	3/1/11	2.00	0.00	2.00	BEGIN INITIAL DRAFT OF INTERIM FEE APPLICATION	\$550.00	\$ -	\$550.00
Singer	Associate, Jr.	\$695.00	3/1/11	1.10	0.00	1.10	REVIEW EMAIL FROM FEE AUDITOR AND PROVIDE INSTRUCTIONS TO PARALEGAL REGARDING INTERIM FEE APPLICATION	\$764.50	\$ -	\$764.50
Tackenberg	Associate, Jr.	\$695.00	3/1/11	0.10	0.00	0.10	REVIEW OBJECTION TO FEE ADJUSTMENTS (0.1)	\$69.50	\$ -	\$69.50
Chadakoff	Partner	\$695.00	3/2/11	2.30	0.00	2.30	TELEPHONE CALL WITH L. ZOHN REGARDING OPINIONS (0.2); REVIEW REVISED CONSENT (0.3); DRAFT SUBORDINATION-RELATED EMAILS AND COMMENTS (0.8); TELEPHONE CALLS WITH L. MARTINS REGARDING OPINIONS (0.5); REVISIONS TO CONSENT AND EMAILS TO TEAM REGARDING SAME (0.3); REVIEW CHANGES TO MANAGEMENT AGREEMENT (0.2)	\$1,598.50	\$ -	\$1,598.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Lozovatskaya	Paralegal	\$275.00	3/2/11	2.30	0.00	2.30	CONTINUE TO PREPARE AND REVISE INTERIM FEE APPLICATION	\$632.50	\$ -	\$632.50
Chadakoff	Partner	\$695.00	3/3/11	2.00	0.00	2.00	EMAILS WITH C. WALCH REGARDING OPINION (0.2); TELEPHONE CALLS WITH B. COOPER AND L. MARTINS REGARDING OPINION (0.2); TELEPHONE CALLS WITH L. ZOHN REGARDING OPINIONS AND CLOSING (0.6); TELEPHONE CALL WITH C. WALCH REGARDING EXISTING LOAN TRANSFER PROVISIONS REGARDING KELLEY HOUSE (0.6); FINALIZE KELLEY HOUSE HOLDINGS LIMITED LIABILITY COMPANY AGREEMENT (0.4)	\$1,390.00	\$ -	\$1,390.00
Lozovatskaya	Paralegal	\$275.00	3/3/11	0.60	0.60	0.00	BEGIN INITIAL DRAFT OF MONTHLY FEE APPLICATION (0.6 - NO CHARGE)	\$165.00	\$165.00	\$ -

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/4/11	1.90	0.00	1.90	TELEPHONE CALL WITH C. WALCH AND L. MARTINS REGARDING KELLEY HOUSE LOAN TRANSFER GUARANTOR PROVISIONS (0.5); TELEPHONE CALL WITH L. MARTINS AND L. ZOHN REGARDING LEHMAN OPINIONS (0.5); EMAILS WITH TEAM REGARDING OPINIONS, CLOSING (0.3); REVIEW CLOSING CHECKLIST TO DETERMINE STATUS OF DOCUMENTS (0.6)	\$1,320.50	\$ -	\$1,320.50
Lozovatskaya	Paralegal	\$275.00	3/4/11	1.00	0.00	1.00	CONTINUE TO PREPARE AND REVISE INTERIM FEE APPLICATION	\$275.00	\$ -	\$275.00
Tackenberg	Associate, Jr.	\$695.00	3/4/11	0.10	0.00	0.10	PHONE CALL WITH FEE AUDITOR REGARDING INTERIM APPLICATIONS (0.1)	\$69.50	\$ -	\$69.50
Walch	Associate, Jr.	\$695.00	3/4/11	1.70	0.00	1.70	REVIEWING LOAN DOCUMENT (0.8); REVIEWING AND RESPONDING TO EMAILS REGARDING LOAN DOCUMENTS (0.4); CALL WITH R. CHADAKOFF AND L. MARTINS REGARDING LOAN DOCUMENTS (0.5)	\$1,181.50	\$ -	\$1,181.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/7/11	1.80	0.00	1.80	TELEPHONE CALL WITH L. MARTINS, C. GLOVER AND L. ZOHN REGARDING CLOSING CHECKLIST FOR PURPOSES OF PREPARING FINALIZED DOCUMENTS (0.6); CLOSING CONFERENCE WITH C. WALCH REGARDING CHECKLIST, L&W CLOSING ITEMS AND CLOSING STATEMENT (0.6); EMAILS WITH TEAM REGARDING SAME (0.2); TELEPHONE CALLS TO LOCAL COUNSEL REGARDING TRANSFER TAX (0.4)	\$1,251.00	\$ -	\$1,251.00
Iovino	Paralegal	\$275.00	3/7/11	0.80	0.00	0.80	ORDER UPDATED GOOD STANDINGS (0.4); REACH OUT TO TITLE COMPANY REGARDING UPDATES AND ENDORSEMENTS (0.2); DISCUSSIONS WITH LOCAL COUNSEL REGARDING TRANSFER TAX (0.2)	\$220.00	\$ -	\$220.00
Lozovatskaya	Paralegal	\$275.00	3/7/11	0.10	0.00	0.10	EMAIL CORRESPONDENCE WITH WITH R. CHADAKOFF REGARDING RATE INCREASES	\$27.50	\$ -	\$27.50
Singer	Associate, Jr.	\$695.00	3/7/11	0.40	0.00	0.40	EMAIL CORRESPONDENCE WITH A. TACKENBERG AND Y. LOZOVATSKAYA REGARDING BILLING RATES AND INTERIM FEE APPLICATIONS	\$278.00	\$ -	\$278.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Tackenberg	Associate, Jr.	\$695.00	3/7/11	0.30	0.00	0.30	EMAIL A.SINGER REGARDING STATUS OF INTERIM APPLICATION (0.1); PHONE CALL WITH A.SINGER REGARDING STATUS OF INTERIM APPLICATION (0.2)	\$208.50	\$ -	\$208.50
Walch	Associate, Jr.	\$695.00	3/7/11	5.10	0.00	5.10	CLOSING CHECKLIST CALL WITH TEAM (1.0); REVIEWING AND RESPONDING TO EMAILS REGARDING CLOSING DOCUMENTS (0.5); REVIEWING CLOSING DOCUMENTS (0.4); CALLS WITH R CHADAKOFF REGARDING SAME (0.4); DRAFTING OFFICERS CERTIFICATES (1.4); REVIEWING RESOLUTIONS (1.4)	\$3,544.50	\$ -	\$3,544.50
Chadakoff	Partner	\$695.00	3/8/11	1.40	0.00	1.40	REVIEW LEHMAN ENTITY CERTIFICATES (0.2); TELEPHONE CALL WITH C. WALCH REGARDING CERTIFICATES (0.4); EMAILS REGARDING TRANSFER TAXES (0.2); REVIEW CLOSING DOCUMENTS (0.2); REVIEW FINAL COMMENTS TO ENFORCEABILITY OPINION (0.3); EMAILS WITH TEAM REGARDING SAME (0.1)	\$973.00	\$ -	\$973.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Iovino	Paralegal	\$275.00	3/8/11	0.80	0.00	0.80	REVIEW GOOD STANDING CERTIFICATES AND CIRCULATE SAME	\$220.00	\$ -	\$220.00
Lofaso	Paralegal	\$275.00	3/8/11	1.80	0.00	1.80	REVIEW CORPORATE RECORDS AND FILINGS (1.2); OBTAIN STATUS UPDATE (0.2); DISTRIBUTION OF FILINGS (0.4)	\$495.00	\$ -	\$495.00
Tackenberg	Associate, Jr.	\$695.00	3/8/11	0.10	0.00	0.10	CALL K. STADLER REGARDING INTERIM FEE APPLICATION (0.1)	\$69.50	\$ -	\$69.50
Walch	Associate, Jr.	\$695.00	3/8/11	0.70	0.00	0.70	REVISE CERTIFICATES (0.4); REVIEW AND RESPONDING TO MULTIPLE EMAILS REGARDING CERTIFICATES (0.3)	\$486.50	\$ -	\$486.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/9/11	1.70	0.00	1.70	EMAILS REGARDING REVISIONS TO CLOSING DOCUMENTS (0.1); TELEPHONE CALLS WITH LOCAL COUNSEL-MINTZ LEVIN AND L. MARTINS REGARDING TRANSFER TAX REVIEW MEMO (0.4); REVIEW COMMENTS TO OPINIONS (0.5); TELEPHONE CALL WITH LOCAL COUNSEL (2X), B. COOPER (TWICE) AND L. ZOHN (FOUR TIMES) REGARDING FINAL OPINIONS (0.4); TELEPHONE CALL WITH L. ZOHN, C. WALCH REGARDING CLOSING CHECKLIST AND STATUS OF CLOSING DOCUMENTS (0.3)	\$1,181.50	\$ -	\$1,181.50
Iovino	Paralegal	\$275.00	3/9/11	1.20	0.00	1.20	DISCUSSIONS WITH TITLE COMPANY REGARDING ENDORSEMENTS (0.8); REVIEW ENDORSEMENTS AND CIRCULATE SAME (0.6)	\$330.00	\$ -	\$330.00
Lofaso	Paralegal	\$275.00	3/9/11	1.70	0.00	1.70	OBTAIN ORGANIZATIONAL DOCUMENTS (1.5); REVIEW AND DISTRIBUTION OF ORGANIZATIONAL DOCUMENTS (0.2)	\$467.50	\$ -	\$467.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Lozovatskaya	Paralegal	\$275.00	3/9/11	0.80	0.00	0.80	REVISE INTERIM FEE APPLICATION INCORPORATING FEE RATE CHANGES AND OTHER CHANGES REQUESTED BY FEE AUDITOR AND EMAIL CORRESPONDENCE WITH A. SINGER AND A. TACKENBERG REGARDING SAME	\$220.00	\$ -	\$220.00
Singer	Associate, Jr.	\$695.00	3/9/11	0.40	0.00	0.40	EMAIL CORRESPONDENCE WITH A. TACKENBERG, D. CERSARIO AND Y. LOZOVATSKAYA REGARDING INTERIM FEE APPLICATIONS	\$278.00	\$ -	\$278.00
Tackenberg	Associate, Jr.	\$695.00	3/9/11	0.30	0.00	0.30	REVIEW EMAIL FROM L.LOZOVATSKAYA REGARDING INTERIM COMPENSATION ORDER (0.1); REVIEW TRUSTEE LETTER TO DETERMINE OBJECTION DATE (0.2)	\$208.50	\$ -	\$208.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Walch	Associate, Jr.	\$695.00	3/9/11	3.00	0.00	3.00	REVIEWING AND RESPONDING TO EMAILS REGARDING CLOSING DOCUMENTS (0.5); COMPILING OFFICER'S CERTIFICATES (0.3); COORDINATING CLOSING DOCUMENTS INCLUDING RESOLUTIONS AND CERTIFICATES (1.2); COORDINATING TITLE DOCUMENTS (0.7); REVIEWING AND RESPONDING TO EMAILS REGARDING TITLE DOCUMENTS (0.3)	\$2,085.00	\$ -	\$2,085.00
Chadakoff	Partner	\$695.00	3/10/11	2.10	0.00	2.10	EMAILS WITH C. WALCH REGARDING CLOSING DOCUMENTS AND OPINIONS (0.1); TELEPHONE CALL WITH C. SHVARTSMAN AND L. MARTINS REGARDING TRANSFER TAX (0.6); TELEPHONE CALLS WITH L. MARTINS, B. COOPER AND L. ZOHN THREE TIMES REGARDING LEHMAN OPINION (0.6); ORBIT CERTIFICATE (0.4); TELEPHONE CALL WITH C. WALCH AND F. GLASSMAN REGARDING CLOSING (0.4)	\$1,459.50	\$ -	\$1,459.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Walch	Associate, Jr.	\$695.00	3/10/11	1.70	0.00	1.70	REVIEWING AND RESPONDING TO EMAILS REGARDING CLOSING DOCUMENTS FROM R. CHADAKOFF (0.3); REVISING OFFICER CERTIFICATES (1.0); CALLS WITH R. CHADAKOFF REGARDING CLOSING DOCUMENTS (0.4)	\$1,181.50	\$ -	\$1,181.50
Chadakoff	Partner	\$695.00	3/11/11	1.60	0.00	1.60	TELEPHONE CALL WITH L. MARTINS REGARDING OPINIONS-ORBIT CERTIFICATE-TRANSFER TAX-CLOSING DOCUMENTS (0.4); REVIEW TITLE (0.2); TELEPHONE CALL WITH D. IOVINO (3X), M. LESKIW AND B. MUKAMAL REGARDING NON-IMPUTATION ENDORSEMENT (0.7); EMAILS WITH TEAM REGARDING CLOSING STRATEGY (0.3)	\$1,112.00	\$ -	\$1,112.00
Iovino	Paralegal	\$275.00	3/11/11	2.30	0.00	2.30	REVIEW ENDORSEMENTS AND INVOICE (0.2); CONFERENCE CALL WITH TITLE COMPANY REGARDING TITLE DOCUMENTS (0.4); DISCUSSIONS WITH TEAM REGARDING CLOSING STRATEGY AND OPEN ITEMS (1.7)	\$632.50	\$ -	\$632.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Leskiw	Paralegal	\$275.00	3/11/11	0.60	0.00	0.60	ASSIT R. CHADAKOFF AND D. IOVINO WITH NON-IMPUTATION ENDORSEMENT MATTERS	\$165.00	\$ -	\$165.00
Lozovatskaya	Paralegal	\$275.00	3/11/11	0.60	0.00	0.60	CALL WITH A. SINGER, A. TACKENBERG AND D. CESARIO REGARDING PAST PAYMENT OF FIRST INTERIM FEE APPLICATION PROCEDURE AND STATUS AND RATE INCREASES	\$165.00	\$ -	\$165.00
Singer	Associate, Jr.	\$695.00	3/11/11	0.90	0.00	0.90	REVIEW RECORDS OF PAYMENT AND REVIEW INTERIM FEE APPLICATIONS	\$625.50	\$ -	\$625.50
Tackenberg	Associate, Jr.	\$695.00	3/11/11	0.30	0.00	0.30	EMAILS WITH A.SINGER REGARDING SCOUT PORTFOLIO BILLING FOR INTERIM APPLICATION (0.1); PHONE CALL WITH D.CESARIO, A.SINGER AND L.LOZOVATSKAYA REGARDING BILLING HISTORY FOR INTERIM APPLICATION (0.2)	\$208.50	\$ -	\$208.50
Singer	Associate, Jr.	\$695.00	3/13/11	0.30	0.00	0.30	EMAIL CORRESPONDENCE WITH D.CESARIO, A. TACKENBERG AND L.LOZOVATSKAYA REGARDING UNPAID FEES AND INTERIM FEE APPLICATION CHANGES	\$208.50	\$ -	\$208.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/14/11	1.70	0.00	1.70	TELEPHONE CALL WITH TITLE COMPANY, D. IOVINO, D. MERRILL (2X) AND D. IOVINO (3X) REGARDING ENDORSEMENT, REVIEW AND REVISE ENDORSEMENTS (0.7); TELEPHONE CALL WITH L. ZOHN REGARDING ORBIT CERTIFICATE (0.4); CONFERENCE WITH C. WALCH REGARDING ORBIT CERTIFICATE (0.3); REVIEW CERTIFICATES (0.2); EMAILS WITH D. IOVINO REGARDING CERTIFICATES (0.1)	\$1,181.50	\$ -	\$1,181.50
Lozovatskaya	Paralegal	\$275.00	3/14/11	1.00	0.00	1.00	REVISE INTERIM FEE APPLICATION INCORPORATING FEE RATE CHANGES AND OTHER CHANGES REQUESTED BY FEE AUDITOR	\$275.00	\$ -	\$275.00
Singer	Associate, Jr.	\$695.00	3/14/11	0.70	0.00	0.70	INTERNAL DISCUSSIONS AND ANALYSIS REGARDING REVISION TO RATES TO REVERSE TO 2010 RATES INCLUDING DISCUSSIONS AND APPROVAL PROCESS	\$486.50	\$ -	\$486.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Tackenberg	Associate, Jr.	\$695.00	3/14/11	0.50	0.00	0.50	PHONE CALL WITH A.SINGER AND L.LOZOVATSKAYA REGARDING OUTSTANDING BILLS FOR FIRST INTERIM FEE APPLICATION(0.4); CALL FEE AUDITOR REGARDING INTERIM FEE APPLICATION (0.1)	\$347.50	\$ -	\$347.50
Walch	Associate, Jr.	\$695.00	3/14/11	1.70	0.00	1.70	MEETING WITH R. CHADAKOFF REGARDING CLOSING DOCUMENTS AND CERTIFICATE OF NEW INDEMNITOR (0.4); CALLS WITH R. CHADAKOFF REGARDING SAME (0.3); DRAFTING AND REVISING CERTIFICATE OF NEW INDEMNITOR (0.8); REVIEWING AND RESPONDING TO EMAILS WITH R. CHADAKOFF REGARDING SAME (0.2)	\$1,181.50	\$ -	\$1,181.50
Chadakoff	Partner	\$695.00	3/15/11	1.10	0.00	1.10	NUMEROUS EMAILS REGARDING OPINIONS (0.1); TELEPHONE CALLS WITH L. MARTINS REGARDING OPINIONS (0.5); TRANSFER TAXES (0.2); REVIEW LEHMAN DOCUMENTS (0.1); TELEPHONE CALLS WITH L. ZOHN REGARDING CLOSING AND FINALIZING TITLE (0.2)	\$764.50	\$ -	\$764.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Singer	Associate, Jr.	\$695.00	3/15/11	0.70	0.00	0.70	CALL WITH UST REGARDING RATE INCREASES FOR INTERIM AND MONTHLY FEE APPLICATIONS (.7)	\$486.50	\$ -	\$486.50
Tackenberg	Associate, Jr.	\$695.00	3/15/11	0.30	0.00	0.30	PHONE CALL WITH FEE AUDITOR REGARDING INTERIM FEE APPLICATION (0.2); EMAIL A.SINGER REGARDING PHONE CALL WITH FEE AUDITOR (0.1)	\$208.50	\$ -	\$208.50
Iovino	Paralegal	\$275.00	3/16/11	1.10	0.00	1.10	FINALIZE TITLE OPEN ITEMS (0.6); REVIEW FINAL TITLE INVOICE	\$302.50	\$ -	\$302.50
Lozovatskaya	Paralegal	\$275.00	3/16/11	2.00	0.00	2.00	REVISE INTERIM FEE APPLICATION INCORPORATING FEE RATE CHANGES AND OTHER CHANGES REQUESTED BY FEE AUDITOR	\$550.00	\$ -	\$550.00
Singer	Associate, Jr.	\$695.00	3/16/11	0.60	0.40	0.20	REVIEW LETTER FROM FEE COMMITTEE (.1); REVIEW INTERIM FEE APPLICATION (.1); APPROVE AND REVIEW REVISIONS TO JANUARY FEE APPLICATION (.4 - NO CHARGE);	\$417.00	\$278.00	\$139.00
Tackenberg	Associate, Jr.	\$695.00	3/16/11	0.50	0.50	0.00	REVISE JANUARY FEE APPLICATION TO ADJUST FOR DISCOUNTED RATES (0.5 - NO CHARGE)	\$347.50	\$347.50	\$ -

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/17/11	0.50	0.20	0.30	EMAILS WITH TEAM REGARDING OPINION (0.1); TELEPHONE CALLS WITH LOCAL COUNSEL REGARDING OPINION (0.2); REVIEW MONTHLY INVOICE (0.2 - NO CHARGE)	\$347.50	\$139.00	\$208.50
Lozovatskaya	Paralegal	\$275.00	3/17/11	0.10	0.00	0.10	REVISE INTERIM FEE APPLICATION INCORPORATING FEE RATE CHANGES AND OTHER CHANGES REQUESTED BY FEE AUDITOR	\$27.50	\$ -	\$27.50
Singer	Associate, Jr.	\$695.00	3/17/11	0.30	0.00	0.30	REVIEW REVISED INTERIM FEE APPLICATION	\$208.50	\$ -	\$208.50
Tackenberg	Associate, Jr.	\$695.00	3/17/11	0.40	0.00	0.40	REVIEW MEMORANDUM FROM FEE COMMITTEE REGARDING INTERIM AND MONTHLY FEE APPLICATION PROCEDURES (0.3); EMAIL A.SINGER REGARDING SUMMARY OF FEE COMMITTEE MEMORANDUM (0.1);	\$278.00	\$ -	\$278.00
Tackenberg	Associate, Jr.	\$695.00	3/17/11	1.70	0.00	1.70	REVIEW AND REVISE INTERIM FEE APPLICATION (1.7)	\$1,181.50	\$ -	\$1,181.50
Iovino	Paralegal	\$275.00	3/18/11	1.30	0.00	1.30	FOLLOW-UP WITH TITLE COMPANY AND LENDERS COUNSEL REGARDING FINAL DOCUMENTS FOR CLOSING	\$357.50	\$ -	\$357.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Singer	Associate, Jr.	\$695.00	3/18/11	0.60	0.40	0.20	PREPARE AND FINALIZE INTERIM FEE APPLICATION (.2); MAKE REVISIONS TO JANUARY FEE APPLICATION AND EMAIL AS TO SAME WITH R. CHADAKOFF (.4 - NO CHARGE)	\$417.00	\$278.00	\$139.00
Tackenberg	Associate, Jr.	\$695.00	3/18/11	0.40	0.00	0.40	EMAIL A.SINGER REGARDING INTERIM FEE APPLICATION (0.1); REVISE INTERIM FEE APPLICATION INCORPORATING REQUESTED CHANGES (0.3)	\$278.00	\$ -	\$278.00
Chadakoff	Partner	\$695.00	3/21/11	0.40	0.00	0.40	EMAILS REGARDING STATUS OF CLOSING DOCUMENTS INCLUDING MEMORANDUM (0.1); TELEPHONE CALL WITH L. MARTINS AND C. SHVARTSMAN REGARDING CLOSING MEMORANDUM, REGARDING TRANSFER TAX (0.3)	\$278.00	\$ -	\$278.00
Iovino	Paralegal	\$275.00	3/21/11	1.70	0.00	1.70	FOLLOW-UP WITH TITLE COMPANY AND WILKIE REGARDING TITLE AFFIDAVITS (0.4); REVIEW CORRESPONDENCE (0.8); CONFERENCE CALL WITH TITLE COMPANY (0.5)	\$467.50	\$ -	\$467.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Lozovatskaya	Paralegal	\$275.00	3/21/11	1.60	0.60	1.00	REVISE INTERIM FEE APPLICATION INCORPORATING FEE RATE CHANGES AND OTHER CHANGES REQUESTED BY FEE AUDITOR (1.0); REDRAFT AND REVISE MONTHLY FEE APPLICATION INCORPORATING FEE RATE CHANGES AND OTHER CHANGES REQUESTED BY FEE AUDITOR(0.6 - NO CHARGE)	\$440.00	\$165.00	\$275.00
Singer	Associate, Jr.	\$695.00	3/21/11	0.40	0.00	0.40	DISCUSS REVISIONS TO INTERIM FEE APPLICATION AND SUBMIT EMAIL TO US TRUSTEE AND FEE COMMITTEE;	\$278.00	\$ -	\$278.00
Tackenberg	Associate, Jr.	\$695.00	3/21/11	0.10	0.00	0.10	REVIEW EMAIL FROM FEE AUDITOR REGARDING PROPOSED INTERIM FEE ORDER (0.1)	\$69.50	\$ -	\$69.50
Chadakoff	Partner	\$695.00	3/22/11	1.10	0.00	1.10	TELEPHONE CALL WITH C. SHVARTSMAN AND L. ZHON REGARDING OPINIONS (0.6); EMAILS TO GROUP REGARDING SAME (0.1); REVIEW FINAL CLOSING STATEMENT (0.4)	\$764.50	\$ -	\$764.50
Lozovatskaya	Paralegal	\$275.00	3/22/11	0.50	0.00	0.50	REVISE INTERIM FEE APPLICATION INCORPORATING FEE RATE CHANGES AND OTHER CHANGES REQUESTED BY FEE AUDITOR	\$137.50	\$ -	\$137.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Singer	Associate, Jr.	\$695.00	3/22/11	0.70	0.00	0.70	DRAFT INTERIM FEE APPLICATION AND ACCOUNT FOR AGREEMENTS REGARDING FEES	\$486.50	\$ -	\$486.50
Chadakoff	Partner	\$695.00	3/23/11	0.50	0.00	0.50	TELEPHONE CALL WITH L. ZOHN REGARDING CLOSING (0.3); EMAILS WITH TEAM REGARDING CLOSING (0.2)	\$347.50	\$ -	\$347.50
Iovino	Paralegal	\$275.00	3/23/11	0.60	0.00	0.60	FOLLOW-UP WITH TITLE COMPANY REGARDING RECEIPT OF AFFIDAVITS	\$165.00	\$ -	\$165.00
Tackenberg	Associate, Jr.	\$695.00	3/23/11	0.50	0.00	0.50	REVIEW PROPOSED ORDER FROM FEE AUDITOR (0.2); REVIEW BILLS IN COMPARISON TO EMAIL FROM FEE AUDITOR (0.2); EMAIL A.SINGER REGARDING PROPOSED ORDER (0.1)	\$347.50	\$ -	\$347.50
Iovino	Paralegal	\$275.00	3/24/11	0.90	0.00	0.90	FOLLOW-UP WITH TITLE COMPANY REGARDING FINAL ENORSEMENTS AND PAID CLOSING INVOICE	\$247.50	\$ -	\$247.50
Lozovatskaya	Paralegal	\$275.00	3/24/11	0.70	0.00	0.70	PHONE CALLS AND EMAILS WITH D. CESARIO, A. SINGER AND A. TACKENBERG REGARDING UST PAYMENT AND NEXT STEPS	\$192.50	\$ -	\$192.50
Singer	Associate, Jr.	\$695.00	3/24/11	0.60	0.00	0.60	REVIEW EMAIL REGARDING INTERIM FEE APPLICATION AND DRAFT REVISIONS TO APPLICATION	\$417.00	\$ -	\$417.00
Singer	Associate, Jr.	\$695.00	3/25/11	0.70	0.00	0.70	DRAFT REVISIONS TO INTERIM FEE APPLICATION	\$486.50	\$ -	\$486.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Singer	Associate, Jr.	\$695.00	3/28/11	2.70	0.00	2.70	DRAFT INTERIM FEE APPLICATION	\$1,876.50	\$ -	\$1,876.50
Tackenberg	Associate, Jr.	\$695.00	3/28/11	1.20	0.50	0.70	DRAFT EMAIL TO TRUSTEE AND FEE AUDITOR REGARDING OVERPAYMENT (0.3); EMAIL A.SINGER REGARDING SAME (0.1); EMAIL D.CESARIO REGARDING BILLING REPORT FOR INTERIM APPLICATION (0.1); EMAIL UST AND FEE AUDITOR REGARDING OVERPAYMENT (0.1); EMAIL D.CESARIO REGARDING SCHEDULE OF FEES RECEIVED DURING FIFTH INTERIM PERIOD (0.1); REVIEW FEBRUARY FEE APPLICATION (0.5 - NO CHARGE)	\$834.00	\$347.50	\$486.50
Singer	Associate, Jr.	\$695.00	3/29/11	1.10	0.00	1.10	DRAFT INTERIM FEE APPLICATION AND RESPOND TO INQUIRIES FROM FEE AUDITOR	\$764.50	\$ -	\$764.50
Tackenberg	Associate, Jr.	\$695.00	3/29/11	1.90	0.00	1.90	REVIEW INTERIM FEE APPLICATION (1.3); EMAIL A.SINGER REGARDING INTERIM FEE APPLICATION (0.1); PHONE CALL WITH A.SINGER REGARDING INTERIM FEE APPLICATION (0.5)	\$1,320.50	\$ -	\$1,320.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/30/11	0.80	0.00	0.80	TELEPHONE CALL L. MARTINS REGARDING CLOSING (0.3); REVIEW AND ANALYZE CLOSING DOCUMENTS (0.1); EMAILS WITH C. WALCH, F. GLASSMAN REGARDING SAME (0.1); TELEPHONE CALL C. WALCH, F. GLASSMAN REGARDING CLOSING AND STRATEGY (0.3)	\$556.00	\$ -	\$556.00
Lozovatskaya	Paralegal	\$275.00	3/30/11	1.30	1.30	0.00	REVISE, FINALIZE AND SERVE FEBRUARY FEE APPLICATION (0.8 - NO CHARGE); DRAFT AND REVISE COVER LETTER (0.5 - NO CHARGE)	\$357.50	\$357.50	\$ -
Singer	Associate, Jr.	\$695.00	3/30/11	0.50	0.00	0.50	DRAFT INTERIM FEE APPLICATION AND RESPOND TO INQUIRIES FROM FEE AUDITOR	\$347.50	\$ -	\$347.50
Tackenberg	Associate, Jr.	\$695.00	3/30/11	0.60	0.00	0.60	REVIEW CHANGES TO SEVENTH INTERIM FEE APPLICATION (0.4); EMAIL A.SINGER REGARDING CHANGES (0.1); EMAIL L.LOZOVATSKAYA REGARDING FEE AUDITOR (0.1)	\$417.00	\$ -	\$417.00
Walch	Associate, Jr.	\$695.00	3/30/11	0.20	0.00	0.20	REVIEWING AND RESPONDING TO EMAILS FROM R. CHADAKOFF AND TEAM REGARDING CLOSING SETS	\$139.00	\$ -	\$139.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	3/31/11	0.40	0.00	0.40	TELEPHONE CALL L. MARTINS REGARDING REVISIONS TO CLOSING DOCUMENTS (0.2); TELEPHONE CALL C. GLOVER REGARDING SAME (0.1); EMAILS TO GROUP REGARDING SAME (0.1)	\$278.00	\$ -	\$278.00
Singer	Associate, Jr.	\$695.00	3/31/11	0.30	0.00	0.30	FINALIZE AND SUBMIT INTERIM FEE APPLICATION	\$208.50	\$ -	\$208.50
Tackenberg	Associate, Jr.	\$695.00	3/31/11	0.30	0.00	0.30	EMAIL FEE AUDITOR REGARDING FIFTH INTERIM FEE APPLICATION (0.2); PHONE CALL WITH A.SINGER REGARDING PROPOSED ORDER (0.1)	\$208.50	\$ -	\$208.50
		Total		88.30	4.50	83.80	Total	\$49,020.50	\$2,077.50	\$46,943.00
		(Less Voluntary Reduction)		4.50			(Less Voluntary Reduction)	\$ 2,077.50		
		Grand Total		83.80			Grand Total:	\$46,943.00		

Time Entries for April 2011

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees	Voluntary Fee Reduction	Total Fees Less Voluntary Reduction
Singer	Associate, Jr	\$695.00	4/1/11	0.30	0.00	0.30	REVIEW A. TACKENBERG'S WORK REGARDING CHECKS TO TIE TO FEE COMMITTEE'S PROPOSED ORDER;	\$208.50	\$ -	\$208.50
Tackenberg	Associate, Jr	\$695.00	4/1/11	0.30	0.00	0.30	PHONE CALL WITH A.SINGER REGARDING FEE COMMITTEE'S PROPOSED ORDER (0.1); EMAIL FEE AUDITOR REGARDING FIFTH INTERIM APPLICATION (0.2)	\$208.50	\$ -	\$208.50
Chadakoff	Partner	\$695.00	4/13/11	1.20	0.00	1.20	CONFERENCE D. IOVINO REGARDING POST CLOSING MATTERS (0.3); FINALIZE ESCROW AGREEMENT (0.5); REVIEW CLOSING DOCUMENTS INCLUDING ESCROW AGREEMENT AND SETTLEMENT AGREEMENT (0.4)	\$834.00	\$ -	\$834.00
Lozovatskaya	Paralegal	\$275.00	4/14/11	1.50	1.50	0.00	BEGIN TO ASSEMBLE MARCH FEE APPLICATION (1.3) - NO CHARGE; EMAIL CORRESPONDENCE WITH A. SINGER AND A. TACKENBERG REGARDING SAME (0.2) - NO CHARGE	\$412.50	\$412.50	\$0.00
Singer	Associate, Jr	\$695.00	4/14/11	0.10	0.10	0.00	REVIEW EMAIL REGARDING NEXT MONTHLY FEE APPLICATION - NO CHARGE	\$69.50	\$69.50	\$0.00
Tackenberg	Associate, Jr	\$695.00	4/14/11	0.10	0.10	0.00	EMAILS WITH L.LOZOVATSKAYA REGARDING MARCH FEE APPLICATION (0.1) - NO CHARGE	\$69.50	\$69.50	\$0.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees	Voluntary Fee Reduction	Total Fees Less Voluntary Reduction
Chadakoff	Partner	\$695.00	4/15/11	0.70	0.00	0.70	TELEPHONE CALL D. IOVINO REGARDING CLOSING BINDER AND NECESSARY CLOSING DOCUMENTS (0.4); EMAILS WITH D. IOVINO REGARDING CLOSING BINDER (0.3)	\$486.50	\$ -	\$486.50
Singer	Associate, Jr	\$695.00	4/15/11	0.20	0.00	0.20	REVIEW RESPONSE FROM FEE AUDITOR (0.1); SEND ASSIGNMENT TO A. TACKENBERG (0.1)	\$139.00	\$ -	\$139.00
Iovino	Paralegal	\$275.00	4/18/11	2.20	0.00	2.20	DRAFT CLOSING INDEX (0.8); COMPILE DOCUMENTS TO INCLUDE IN CLOSING BINDER (1.4)	\$605.00	\$ -	\$605.00
Lozovatskaya	Paralegal	\$275.00	4/18/11	2.10	2.10	0.00	FINALIZE AND DISRIBUTE MARCH FEE APPLICATION - NO CHARGE	\$577.50	\$577.50	\$0.00
Chadakoff	Partner	\$695.00	4/20/11	0.40	0.00	0.40	TELEPHONE CALL D. MEZAH REGARDING CLOSING STATEMENT (0.3); EMAILS WITH D.MEZAH REGARDING SAME (0.1)	\$278.00	\$ -	\$278.00
Lozovatskaya	Paralegal	\$275.00	4/20/11	0.20	0.00	0.20	PHONE CALL AND EMAILS WITH D. CESARIO REGARDING INVOICE WRITE OFFS AND REVIEW	\$55.00	\$ -	\$55.00
Iovino	Paralegal	\$275.00	4/21/11	0.90	0.00	0.90	REVISE CLOSING INDEX	\$247.50	\$ -	\$247.50
Chadakoff	Partner	\$695.00	4/25/11	1.10	0.00	1.10	CONFERENCE D. IOVINO REGARDING CLOSING BINDER (0.4); REVIEW DOCUMENTS TO DETERMINE WHETHER NECESSARY TO INCLUDE IN CLOSING BINDER (0.7)	\$764.50	\$ -	\$764.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees	Voluntary Fee Reduction	Total Fees Less Voluntary Reduction
Iovino	Paralegal	\$275.00	4/25/11	2.20	0.00	2.20	COMPILE AND REVISE CLOSING BINDER BASED ON COMMENTS FROM R.CHADAKOFF	\$605.00	\$ -	\$605.00
Lozovatskaya	Paralegal	\$275.00	4/25/11	4.00	4.00	0.00	REVIEW AND REVISE MARCH FEE APPLICATION WITH REGARD TO FEE AUDITOR COMMENTS - NO CHARGE	\$1,100.00	\$1,100.00	\$0.00
Singer	Associate, Jr	\$695.00	4/25/11	0.70	0.00	0.70	DRAFT AND REVIEW INTERIM FEE APPLICATION BASED ON COMMENTS FROM THE FEE COMMITTEE	\$486.50	\$ -	\$486.50
Tackenberg	Associate, Jr	\$695.00	4/25/11	5.30	1.20	4.10	PHONE CALL WITH A.SINGER REGARDING RESPONSE TO FEE COMMITTEE REPORT IN CONNECTION WITH SIXTH INTERIM FEE APPLICATION (0.1); REVIEW MARCH FEE APPLICATION FOR ACCURACY (0.8) - NO CHARGE; REVIEW FEE COMMITTEE REPORT (0.7); REVISE MARCH FEE APPLICATION TO REFLECT PREFERENCES OF FEE COMMITTEE (0.4) -NO CHARGE; EMAIL C.WALSH REGARDING FEE COMMITTEE INQUIRIES (0.2); BEGIN REVISING SIXTH INTERIM FEE APPLICATION (3.1)	\$3,683.50	\$834.00	\$2,849.50
Iovino	Paralegal	\$275.00	4/26/11	0.60	0.00	0.60	CIRCULATE REVISED INDEX FOR REVIEW	\$165.00	\$ -	\$165.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees	Voluntary Fee Reduction	Total Fees Less Voluntary Reduction
Lozovatskaya	Paralegal	\$275.00	4/26/11	1.10	1.10	0.00	REVIEW MARCH FEE APPLICATION TO ACCOUNT FOR FEE AUDITOR CHANGES AND EMAIL CORRESPONDENCE WITH A. SINGER AND A. TACKENBERG REGARDING SAME - NO CHARGE	\$302.50	\$302.50	\$0.00
Singer	Associate, Jr	\$695.00	4/26/11	0.30	0.00	0.30	REVIEW REVISED INTERIM APPLICATION;	\$208.50	\$ -	\$208.50
Tackenberg	Associate, Jr	\$695.00	4/26/11	3.00	0.00	3.00	REVISE SIXTH INTERIM FEE APPLICATION TO CLARIFY VAGUE TIME ENTRIES (1.2); BEGIN DRAFTING RESPONSE TO FEE COMMITTEE REPORT ON SIXTH INTERIM FEE APPLICATION (1.4); EMAIL R.CHADAKOFF REGARDING DETAILS OF WORK DURING SIXTH INTERIM PERIOD (0.1); MEET WITH R.CHADAKOFF TO DISCUSS RESPONSE TO FEE COMMITTEE REGARDING SIXTH INTERIM FEE APPLICATION (0.3)	\$2,085.00	\$ -	\$2,085.00
Iovino	Paralegal	\$275.00	4/27/11	0.60	0.00	0.60	FOLLOW-UP WITH R.CHADAKOFF REGARDING CLOSING INDEX	\$165.00	\$ -	\$165.00
Lozovatskaya	Paralegal	\$275.00	4/27/11	0.60	0.60	0.00	PREPARE COVER LETTER, FINALIZE AND SERVE MONTHLY FEE APPLICATION - NO CHARGE	\$165.00	\$165.00	\$0.00
Singer	Associate, Jr	\$695.00	4/27/11	0.40	0.00	0.40	REVIEW REVISED INTERIM APPLICATION FOR ACCURACY OF BILLING AMOUNTS	\$278.00	\$ -	\$278.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees	Voluntary Fee Reduction	Total Fees Less Voluntary Reduction
Tackenberg	Associate, Jr	\$695.00	4/27/11	3.30	0.30	3.00	DRAFT RESPONSE TO FEE COMMITTEE REPORT CONCERNING SIXTH INTERIM FEE APPLICATION (1.9); PHONE CALL WITH R.CHADAKOFF REGARDING MARCH FEE APPLICATION (0.1) - NO CHARGE; PHONE CALL WITH A.SINGER REGARDING RESPONSE TO FEE COMMITTEE REPORT ON SIXTH INTERIM FEE APPLICATION (0.2); EMAIL L.LOZOVATSKAYA REGARDING MONTHLY FEE APPLICATION (0.1) - NO CHARGE; REVIEW COVER LETTER TO MONTHLY FEE APPLICATION (0.1) - NO CHARGE; EMAIL L.LOZOVATSKAYA REGARDING RESPONSE TO INTERIM FEE REPORT (0.1); REVISE LATHAM RESPONSE TO INTERIM FEE REPORT (0.5); EMAIL R.CHADAKOFF REGARDING INTERIM FEE REPORT RESPONSE (0.3)	\$2,293.50	\$208.50	\$2,085.00
Iovino	Paralegal	\$275.00	4/28/11	0.40	0.00	0.40	FOLLOW-UP WITH OPPOSING COUNSEL REGARDING COMMENTS TO CLOSING INDEX	\$110.00	\$ -	\$110.00

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Reduction	Activity Description	Total Fees	Voluntary Fee Reduction	Total Fees Less Voluntary Reduction
		Total		33.80	11.00	22.80	Total	\$16,603.00	\$3,739.00	\$12,864.00
		(Less Voluntary Reduction)		12.00			(Less Voluntary Reduction)	\$ 3,739.00		
		GRAND TOTAL		22.80			GRAND TOTAL	\$12,864.00		

Time Entries for May 2011

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Time Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Tackenberg	Associate, Jr.	\$695.00	5/1/11	1.60	0.00	1.60	EMAILS WITH A.SINGER REGARDING FEE COMMITTEE GUIDELINES (0.1); REVIEW LEHMAN DOCKET AND EACH FEE COMMITTEE REPORT AND GUIDELINES FROM AUGUST 2010 THROUGH MARCH 11 FOR PURPOSES OF DRAFTING RESPONSE TO FEE COMMITTEE REPORT (1.20); EMAIL A.SINGER REGARDING SUMMARY OF FEE COMMITTEE REPORTS (0.3)	\$1,112.00	\$ -	\$1,112.00
Singer	Associate, Jr.	\$695.00	5/2/11	1.10	0.00	1.10	MEET WITH R. CHADAKOFF AND A. TACKENBERG TO DISCUSS NEXT STEPS FOR RESPONSE TO FEE COMMITTEE REGARDING INTERIM FEE APPLICATION;	\$764.50	\$ -	\$764.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Time Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Tackenberg	Associate, Jr.	\$695.00	5/2/11	1.70	0.00	1.70	EMAILS WITH A.SINGER REGARDING FEE COMMITTEE REPORT RESPONSE (0.1); PHONE CALL WITH A.SINGER REGARDING RESPONSE TO FEE COMMITTEE REPORT (0.2); PHONE CALL WITH A.SINGER AND R.CHADAKOFF REGARDING RESPONSE TO FEE COMMITTEE REPORT FOR SIXTH INTERIM PERIOD (0.5); PHONE CALL WITH K.STADLER REGARDING STATUS OF RESPONSE (0.1); EMAIL G.LUNT REGARDING FEE COMMITTEE RESPONSE TO SIXTH INTERIM APPLICATION (0.2); PHONE CALL WITH A.SINGER AND G.LUNT REGARDING RESPONSE TO FEE COMMITTEE REPORT (0.4); EMAIL R.CHADAKOFF REGARDING RESPONSE TO FEE COMMITTEE REPORT (0.2)	\$1,181.50	\$ -	\$1,181.50
Lozovatskaya	Paralegal	\$275.00	5/3/11	4.50	4.50	0.00	PREPARE AND REVISE CD CONTAINING ALL PAST MONTHLY FEE APPLICATIONS AS REQUIRED BY LBHI RULE CHANGE -NO CHARGE	\$1,237.50	\$1,237.50	\$ -

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Time Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Singer	Associate, Jr.	\$695.00	5/3/11	0.20	0.00	0.20	EMAIL CORRESPONDENCE WITH A.TACKENBERG REGARDING INTERIM FEE APPLICATION;	\$139.00	\$ -	\$139.00
Tackenberg	Associate, Jr.	\$695.00	5/3/11	0.40	0.00	0.40	EMAIL RESPONSE TO FEE COMMITTEE REPORT TO FEE COMMITTEE (0.2); CALL K.STADLER REGARDING FEE COMMITTEE RESPONSE (0.1); EMAILS WITH L.LOZOVATSKAYA AND A.SINGER REGARDING CDS FOR DEBTOR (0.1)	\$278.00	\$ -	\$278.00
Lozovatskaya	Paralegal	\$275.00	5/4/11	0.70	0.70	0.00	REVIEW AND REVISE FEE APPLICATION CD AND COORDINATE SERVICE - NO CHARGE	\$192.50	\$192.50	\$ -
Singer	Associate, Jr.	\$695.00	5/4/11	0.40	0.00	0.40	DISCUSSION AND EMAIL TO FEE COMMITTEE REGARDING INTERIM FEE APPLICATION;	\$278.00	\$ -	\$278.00
Tackenberg	Associate, Jr.	\$695.00	5/4/11	0.20	0.20	0.00	REVIEW CDS AND EMAIL L.LOZOVATSKAYA REGARDING REVISIONS (0.2) - NO CHARGE	\$139.00	\$139.00	\$ -
Iovino	Paralegal	\$275.00	5/6/11	0.80	0.00	0.80	FINALIZE BINDER WITH CLOSING DOCUMENTS	\$220.00	\$ -	\$220.00
Chadakoff	Partner	\$695.00	5/9/11	1.00	0.00	1.00	REVIEW SETTLEMENT AGREEMENT (0.7); CONFERENCE D. IOVINO REGARDING CLOSING BINDER (0.3)	\$695.00	\$ -	\$695.00
Iovino	Paralegal	\$275.00	5/9/11	0.90	0.00	0.90	REVIEW AND FINALIZE LEHMAN CLOSING BINDER.	\$247.50	\$ -	\$247.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Time Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Singer	Associate, Jr.	\$695.00	5/11/11	0.20	0.00	0.20	REVIEW AND REVISE RESPONSE TO FEE COMMITTEE'S FOLLOW-UP INQUIRY ON INTERIM FEE APPLICATION;	\$139.00	\$ -	\$139.00
Tackenberg	Associate, Jr.	\$695.00	5/11/11	0.60	0.00	0.60	REVIEW RESPONSE FROM FEE COMMITTEE IN CONNECTION WITH SIXTH INTERIM FEE APPLICATION (0.5); DISCUSS RESPONSE WITH A.SINGER (0.1)	\$417.00	\$ -	\$417.00
Iovino	Paralegal	\$275.00	5/12/11	0.50	0.00	0.50	REVISE BINDER INDEX AND CIRCULATE TO LW TEAM.	\$137.50	\$ -	\$137.50
Tackenberg	Associate, Jr.	\$695.00	5/12/11	1.00	0.00	1.00	DRAFT EMAIL RESPONSE TO FEE COMMITTEE'S REPLY TO SIXTH INTERIM FEE APPLICATION REPORT (1.0)	\$695.00	\$ -	\$695.00
Singer	Associate, Jr.	\$695.00	5/13/11	0.70	0.00	0.70	REVIEW AND REVISE RESPONSE TO FEE COMMITTEE'S FOLLOW-UP INQUIRY ON INTERIM FEE APPLICATION;	\$486.50	\$ -	\$486.50
Tackenberg	Associate, Jr.	\$695.00	5/13/11	0.30	0.00	0.30	REVISE RESPONSE TO FEE COMMITTEE IN CONNECTION WITH SIXTH INTERIM APPLICATION TO INCORPORATE COMMENTS FROM A.SINGER (0.2); EMAIL R.CHADAKOFF REGARDING RESPONSE TO FEE COMMITTEE	\$208.50	\$ -	\$208.50
Lozovatskaya	Paralegal	\$275.00	5/17/11	1.40	1.40	0.00	PREAPARE MONTHLY FEE APPLICATION - NO CHARGE	\$385.00	\$385.00	\$ -

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Time Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Singer	Associate, Jr.	\$695.00	5/17/11	0.10	0.00	0.10	REVIEW RESPONSES TO INTERIM FEE APPLICATION INQUIRY FROM FEE COMMITTEE	\$69.50	\$ -	\$ 69.50
Tackenberg	Associate, Jr.	\$695.00	5/17/11	0.50	0.50	0.00	REVIEW AND REVISE APRIL FEE APPLICATION (0.4) - NO CHARGE; EMAIL A.SINGER AND L.LOZOVATSKAYA REGARDING APRIL FEE APPLICATION REVISIONS (0.1) - NO CHARGE	\$347.50	\$347.50	\$ -
Lozovatskaya	Paralegal	\$275.00	5/18/11	0.30	0.30	0.00	REVISE AND DISTRIBUTE MONTHLY FEE APPLICATION - NO CHARGE	\$82.50	\$ 82.50	\$ -
Lozovatskaya	Paralegal	\$275.00	5/19/11	1.20	1.20	0.00	FINALIZE MONTHLY FEE APPLICATION (0.3) - NO CHARGE; REVISE INVOICE (0.9) - NO CHARGE	\$330.00	\$330.00	\$ -
Singer	Associate, Jr.	\$695.00	5/19/11	0.10	0.00	0.10	REVIEW RESPONSE REGARDING INTERIM FEE APPLICATION;	\$69.50	\$ -	\$ 69.50
Tackenberg	Associate, Jr.	\$695.00	5/19/11	0.40	0.40	0.00	REVIEW REVISED APRIL FEE APPLICATION (0.3) - NO CHARGE; EMAIL L.LOZOVATSKAYA REGARDING DEADLINE FOR MONTHLY FEE APPLICATION (0.1)- NO CHARGE	\$278.00	\$278.00	\$ -
Lozovatskaya	Paralegal	\$275.00	5/20/11	0.20	0.20	0.00	EMAILS WITH A. TACKENBERG AND D. CESARIO REGARDING MONTHLY FEE APPLICATION - NO CHARGE	\$55.00	\$ 55.00	\$ -

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Time Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
Chadakoff	Partner	\$695.00	5/23/11	0.60	0.00	0.60	CONFERENCE D. IOVINO REGARDING PLEDGE UCC RENEWALS (0.2); REVIEW BINDERS (0.2); REVIEW NOTES (0.2)	\$417.00	\$ -	\$417.00
Lozovatskaya	Paralegal	\$275.00	5/23/11	1.10	1.10	0.00	REVISE AND UPDATE MONTHLY INVOICE - NO CHARGE	\$302.50	\$302.50	\$ -
Singer	Associate, Jr.	\$695.00	5/23/11	0.10	0.10	0.00	REVIEW MONTHLY FEE APPLICATION - NO CHARGE;	\$69.50	\$69.50	\$ -
Tackenberg	Associate, Jr.	\$695.00	5/23/11	0.10	0.10	0.00	EMAIL R.CHADAKOFF REGARDING APRIL FEE APPLICATION (0.1) - NO CHARGE	\$69.50	\$69.50	\$ -
Lozovatskaya	Paralegal	\$275.00	5/24/11	0.20	0.20	0.00	REVISE MONTHLY INVOICE - NO CHARGE	\$55.00	\$55.00	\$ -
Chadakoff	Partner	\$695.00	5/25/11	1.20	0.00	1.20	CONFERENCE D. IOVINO REGARDING UCC ISSUES (0.4); REVIEW UCC CHART (0.4); REVIEW SETTLEMENT AGREEMENT (0.4)	\$834.00	\$ -	\$834.00
Iovino	Paralegal	\$275.00	5/26/11	0.50	0.00	0.50	REVIEW UCC LIEN SEARCHES.	\$137.50	\$ -	\$137.50
Iovino	Paralegal	\$275.00	5/27/11	1.30	0.00	1.30	REVIEW CLOSING CD'S RECEIVED (1.0); FOLLOW-UP INTERNALLY WITH LW TEAM REGARDING UCC LIEN SEARCHES AND CONTINUATIONS (0.3)	\$357.50	\$ -	\$357.50
Iovino	Paralegal	\$275.00	5/31/11	0.50	0.00	0.50	FOLLOW-UP REGARDING CLOSING CD'S AND UCC CONTINUATION STATEMENTS.	\$137.50	\$ -	\$137.50

Timekeeper Last Name	Position	Rate	Date	Time	Voluntary Time Reduction	Time Less Voluntary Time Reduction	Activity Description	Total Fees for Each Task	Voluntary Fee Reduction	Total Fees for Each Task Less Voluntary Reduction
		Total		26.60	10.90	15.70	Total	\$12,565.00	\$3,543.50	\$9,021.50
		(Less Voluntary Reduction)		10.90			(Less Voluntary Reduction)	\$ 3,543.50		
		GRAND TOTAL		15.70			GRAND TOTAL	\$ 9,021.50		

EXHIBIT B

Summary of Expenses by Month

Month	Expense Category	Total
February	Telephone – AT&T Teleconference Services	\$4.37
February	Photocopying	\$4.00
	Subtotal	\$8.37
March	Telephone – AT&T Teleconference Services	\$5.09
March	Ground Transportation – Local	\$7.90
March	Photocopying	\$0.20
March	Meal Services	\$20.00
	Subtotal	\$33.19
April	Telephone – AT&T Teleconference Services	\$19.22
April	Telephone – AT&T Teleconference Services	\$9.69
April	Photocopying	\$5.50
April	Photocopying	\$0.80
	Subtotal	\$35.21
May	Telephone – AT&T Teleconference Services	\$0.60
May	Telephone – AT&T Teleconference Services	\$1.18
May	Telephone – AT&T Teleconference Services	\$1.99
May	Photocopying	\$0.10
May	Photocopying	\$0.80
May	Photocopying	\$0.80
May	Photocopying	\$9.00
May	Photocopying	\$4.30
May	Global Document Support	\$30.00
May	Global Document Support	\$60.00
	Subtotal	\$108.77
	GRAND TOTAL	\$185.54¹

¹ Again, this amount does not include a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines.

EXHIBIT C

Summary Materials of Latham & Watkins LLP for the Eighth Interim Period

EXHIBIT C

Summary Materials of Latham & Watkins LLP for the Eighth Interim Period

Name of Applicant:	Latham & Watkins LLP (" <u>Latham</u> ")
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Approved on May 18, 2010 <i>Nunc Pro Tunc</i> to March 1, 2010 ¹
Period for which Compensation and Reimbursement is Sought:	February 1, 2011 – May 31, 2011
Total Fees Incurred:	\$87,697.50 (80% is \$70,158.00) ²
Application:	Total Fees Requested Herein: \$87,697.50 ³ Total Fees Paid: \$63,925.20 Total Fees Outstanding: \$23,772.30 Total Expenses Incurred: \$381.80 Total Expenses Requested Herein: \$185.54 ⁴ Total Expenses Paid: \$194.03 Total Expenses Outstanding: \$(8.49) Less Expenses Paid (\$194.03)

¹ Prior to that time, Latham had been properly retained as an ordinary course professional and was assessing fees in accordance with the OCP Order (defined below). Additionally, Latham continues to represent the Debtors on several matters in which third parties, and not the Debtors, are responsible for Latham's fees and expenses.

² Fees charged in 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Eighth Interim Fee Application of Latham for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

³ This amount does not include voluntary reductions of fees reflected in the monthly fee applications in the amount of \$2,077.50, \$3,739.00 and \$3,543.50 for the months of March, April and May, respectively (for a total voluntary reduction of \$9,360.00). Additionally, there was also a voluntary reduction of fees in the amount of \$1,230.50 in connection with the February 2011 monthly fee application, which was made subsequent to the submission of such monthly application. All such fees were billed for services performed in connection with the preparation of monthly fee applications and were deducted in compliance with the United States Trustee's Guidelines from February 2011.

⁴ This amount does not include a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines. Some of such voluntary reductions were made subsequent to the submission of the applicable monthly fee application, resulting in a total over-payment of expenses in the amount of \$8.49. As such, Latham proposes to reduce the total amount outstanding during the Eight Interim Period by an amount of \$8.49.

Total Fees Outstanding: \$23,772.30
Less Expenses Overpaid: (\$8.49)
Total Outstanding: \$23,763.81

**SUMMARY OF MONTHLY FEE STATEMENTS
DURING THE EIGHTH INTERIM FEE PERIOD**

Date Served	Period	Requested		Paid	
		Fees	Expenses	Fees	Expenses
3/30/11	2/1/11- 2/28/11	\$18,869.00 ⁵	\$8.37	\$16,079.60	\$53.44
4/27/11	3/1/11- 3/31/2010	\$46,943.00	\$33.19	\$37,554.40	\$73.14
5/23/11	4/1/11- 4/30/11	\$12,864.00	\$35.21	\$10,291.20	\$67.45
6/23/11	5/1/11- 5/31/11	\$9,021.50	\$108.77	\$0.00	\$0.00
		Total Fees Requested:	Total Expenses Requested:	Total Fees Paid:	Total Expenses Paid:
		\$87,697.50	\$185.54⁶	\$63,925.20	\$194.03

⁵ This amount does not include voluntary reductions of fees reflected in the monthly fee applications in the amount of \$2,077.50, \$3,739.00 and \$3,543.50 for the months of March, April and May, respectively (for a total voluntary reduction of \$9,360.00). Additionally, there was also a voluntary reduction of fees in the amount of \$1,230.50 in connection with the February 2011 monthly fee application, which was made subsequent to the submission of such monthly application. All such fees were billed for services performed in connection with the preparation of monthly fee applications and were deducted in compliance with the United States Trustee's Guidelines from February 2011.

⁶ Again, this amount does not include a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines.

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES
FROM FEBRUARY 1, 2011 THROUGH MAY 31, 2011**

Name of Professional	Title	Year Admitted	Billing Rate	Total Hours	Total Amount Billed
Richard Chadakoff	Partner	1973	\$695.00	43.70	\$30,371.50
Fredric Glassman	Associate, Sr.	2005	\$695.00	2.20	\$1,529.00
Aaron Singer	Associate, Jr.	2008	\$695.00	17.00	\$11,815.00
Annemarie Tackenberg	Associate, Jr.	2010	\$695.00	24.60	\$17,097.00
Christeen Walch	Associate, Jr.	2010	\$695.00	22.50	\$15,637.50
Delilah Iovino	Paralegal	N/A	\$275.00	24.00	\$6,600.00
Mark Leskiw	Paralegal	N/A	\$275.00	0.60	\$165.00
George Lofaso	Paralegal	N/A	\$275.00	3.50	\$962.50
Yelizaveta Lozovatskaya	Paralegal	N/A	\$275.00	12.80	\$3,520.00
			Blended Rate¹: \$695.00	Total Hours: 150.90	Total Fees: \$87,697.50

¹ Blended rate excludes paraprofessionals.

SUMMARY OF DISBURSEMENTS BILLED
FROM FEBRUARY 1, 2011 THROUGH MAY 31, 11

Expense Category	Total Expenses
Global Document Support	\$90.00
Ground Transportation – Local	\$7.90
Meal Services	\$20.00
Photocopying	\$25.50
Telephone – AT&T Teleconference Services	\$42.14
Total:	\$185.54¹

¹ This amount does not include a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines.

EXHIBIT D

Lunt Certification

LATHAM & WATKINS LLP
Richard L. Chadakoff
Gregory O. Lunt
Annemarie V. Reilly
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.**

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**CERTIFICATION OF GREGORY O. LUNT IN SUPPORT OF THE
APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE
OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE EIGHTH INTERIM PERIOD**

I, Gregory O. Lunt, hereby certify that:

1. I am a partner in the firm of Latham & Watkins LLP (“Latham” or the “Applicant”) and am responsible for ensuring compliance with the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Amended Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of

Expenses of Professionals (the “Third Amended Interim Compensation Order”, and collectively with the Amended Guidelines and UST Guidelines, the “Guidelines”).

2. This Certification is made in respect of the Application of Latham & Watkins LLP for Allowance of Compensation and Reimbursement of Expenses for the Eighth Interim Period (the “Application”)¹ of Latham:

3. In accordance with the Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, and except as otherwise set forth in this Certificate or the Application, the fees and disbursements sought fall within the Guidelines;
- c. the fees and disbursements sought are billed at Latham’s 2010 hourly billing rates, and are in accordance with the practices customarily employed by Latham and generally accepted by Latham’s clients during the year 2010²;
- d. in seeking reimbursement for the disbursements sought herein, Latham has not made a profit on that service whether the disbursement was for services performed by Latham in-house or through a third party;
- e. Latham has complied with the provisions requiring it to provide the Debtors, counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the United States Trustee with, on a monthly basis, a statement of Latham’s fees and disbursements accrued during the previous month. In some instances, Latham has complied by supplying these parties with statements of fees and disbursements covering two, three or four month periods, with such fees and disbursements broken out into one-month summaries. In some instances Latham has not provided a statement of fees and disbursements accrued during a particular month within 20 days after the end of such month. In every instance in which such grouped statements were presented and in every instance in which

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application.

² Fees charged in 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Eighth Interim Fee Application of Latham for Compensation and Reimbursement of Expenses (Matter No. 043608-0005). Latham’s ordinary billing rates for the year 2011 are higher than the rates charged for the services covered by the Application.

statements were provided more than 20 days after the end of each month, Latham sought and was given the prior consent of the U.S. Trustee and the Fee Committee; and

- f. Latham has complied with the provisions requiring it to provide the Debtors, counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the United States Trustee with a copy of the Application by serving a copy of this Application upon Weil upon information and belief that Weil has offered and agreed to file and serve this Application, on behalf of Latham, upon (i) the Debtors; (ii) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP; and (iii) the Office of the United States Trustee for the Southern District of New York.

4. With respect to the attorneys' fees and expenses agreed to be paid by the Debtors to the undersigned:

- i. The Debtors have agreed to seek approval for Latham's customary fees calculated at the applicable billable rate³ multiplied by the number of hours expended for legal services rendered or to be rendered in contemplation of and in connection with the above-referenced bankruptcy case.

- ii. The amount of fees requested for the period of February 1, 2011 through May 31, 2011 is \$87,697.50.

- iii. The unpaid balance with respect to the payment of the actual fees and expenses Latham incurred in connection with the cases is \$23,772.30.⁴ On account of an

³ Fees charged in 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Eighth Interim Fee Application of Latham for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

⁴ The Third Amended Interim Compensation Procedures Order authorizes the Debtors to pay professionals eighty percent (80%) of fees requested in each Monthly Statement, if no objection was made to such Monthly Statement. No objections having been made to its monthly statements, Latham received \$63,925.20 as compensation for its fees and expenses from February 1, 2011 through April 30, 2011. Therefore, Latham's unpaid balance includes the twenty percent (20%) holdback authorized by the Third Amended Interim Compensation Procedures Order, less voluntary reductions, and the balance on the May 2011 Monthly Fee Application.

overpayment of expenses in the amount of \$8.49, Latham seeks an award of interim compensation for the period of February 1, 2011 – May 31, 11 in the amount of \$23,763.81.

iv. The amount of expenses requested from February 1, 2011 through May 31, 2011 for representation is \$185.54⁵.

5. The undersigned has received no transfer, assignment or pledge of property.

6. The undersigned has not shared or agreed to share with any other person any compensation paid or to be paid except pursuant to the Partnership Agreement of Latham.

This __th day of August, 11.

LATHAM & WATKINS LLP

By: /s/ Gregory O. Lunt
Gregory O. Lunt

*Special Counsel for Debtors
and Debtors in Possession*

⁵ This amount is comprised of a voluntary reduction of \$45.07 incurred in connection with long distance telephone calls and certain photocopy expenses not eligible for reimbursement pursuant to the United States Trustee's Guidelines from February 2011, as well as \$39.95, \$32.24 and \$105.03 incurred in connection with FedEx charges relating to monthly fee applications from March, April and May 2011, respectively, which are also not eligible for reimbursement pursuant to the United States Trustee's Guidelines.

EXHIBIT E

Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.**

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**ORDER AWARDING INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES TO LATHAM & WATKINS LLP**

Upon consideration of the Application of Latham & Watkins LLP for Allowance of Compensation and Reimbursement of Expenses for the Eighth Interim Period (the “Application”), dated August ___, 2011, relating to the above-referenced bankruptcy case for the period from February 1, 2011 through May 31, 2011 (the “Eighth Interim Period”) for the (i) allowance of compensation for professional services performed by Latham & Watkins LLP (“Latham”) during the Eighth Interim Period in the total amount of \$87,697.50; (ii) allowance of Latham’s actual and necessary expenses incurred during the Eighth Interim Period in the total amount of \$185.54; and (iii) payment of the twenty percent (20%) holdback withheld from payments of the Monthly Fee Statements, plus amounts due for May 2011, and less voluntary reductions, and after notice and hearing thereon, and sufficient cause appearing therefore, and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Application, it is hereby

ORDERED that the Application is hereby granted; and it is further

ORDERED that Latham is authorized to apply against such amounts the amounts previously paid to it in respect of the Eighth Interim Period pursuant to the Third Amended Interim Compensation Order (as such terms are defined in the Application); and it is further

ORDERED that the Debtors pay to Latham the twenty percent (20%) holdback withheld from the payment of monthly statements, plus amounts due for May 2011, and less voluntary reductions, for a total payment of \$23,763.81.

This ___ day of _____, 11.

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:

LATHAM & WATKINS LLP

/s/ Greg O. Lunt
Gregory O. Lunt
355 South Grand Avenue
Los Angeles CA 90071-1560
Telephone: (213) 485-1234
Facsimile: (213) 891-8763
Email: Gregory.Lunt@lw.com

- and -

/s/ Annemarie V. Reilly
Annemarie V. Reilly
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1849
Facsimile: (212) 751- 1864
Email: Annemarie.Reilly@lw.com